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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11	
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)	
	:		
	:	(Jointly Administered)	
Debtors.	:		
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ORDER TO SHOW CAUSE WHY EXPEDITED MOTION UNDER 11 U.S.C. § 363
AND FED. R BANKR. P. 9019 FOR APPROVAL OF DEBTORS' COMPROMISE
AND SETTLEMENT WITH COMMITTEE OF ELIGIBLE SALARIED RETIREES AND
DELPHI SALARIED RETIREES' ASSOCIATION SHOULD NOT BE GRANTED

Upon the above-captioned debtors' Expedited Motion Under 11 U.S.C. § 363 and Fed. R. Bankr. P. 9019 For Approval Of Debtors' Compromise And Settlement With Committee Of Eligible Salaried Retirees And Delphi Salaried Retirees' Association (the "Motion"), dated March 31, 2009; and upon the affidavit of Kayalyn A. Marafioti, sworn to March 31, 2009, in support of the application for expedited hearing on the Motion; and good cause having been shown, and sufficient cause appearing therefor, it is hereby

ORDERED that parties-in-interest shall show cause before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, on April 2, 2009 at 10:00 a.m. (prevailing Eastern time), why an order granting the Motion should not be entered; and it is further

ORDERED that service of this order to show cause and the pleadings on which it is based shall be made by hand or overnight delivery AND by electronic mail (except with respect to the office of the United States Trustee) as soon as practicable after the entry hereof but in any event so as to be RECEIVED no later than April 1, 2009 at 1:00 p.m. (prevailing Eastern time) upon (i) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Brian Masumoto); (ii) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude); (iii) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart); (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian Resnick); (v) counsel for the Tranche C Collective, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New

York 10019 (Att'n: Richard Mancino and Marc Abrams); and (vi) counsel for Committee of Eligible Salaried Retirees and Delphi Salaried Retirees' Association, Farella, Braun & Martel LLP, 235 Montgomery Street, Seventeenth Floor, San Francisco, California 94104 (Att'n: Neil Goteiner); and it is further

ORDERED that notice of the Motion also shall be provided on or before March 31, 2009 in the manner and to the parties set forth in the Supplemental Order Under 11 U.S.C. § 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883); and it is further

ORDERED that answering papers, if any, shall be served upon the above-mentioned parties and upon counsel to the above-captioned debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.) and Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 1006 (Att'n: Kayalyn A. Marafioti and Thomas J. Matz) (with a hard copy to Chambers and the Office of the United States Trustee (Att'n: Brian Masumoto)) by hand delivery AND by electronic mail (except with respect to the office of the United States Trustee) so as to be RECEIVED no later than April 2, 2009 at 8:00 a.m. (prevailing Eastern time).

Dated: New York, New York
April 1, 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE